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Edward O. Sassower (ES 5823)

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 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

In re:

CALPINE CORPORATION, et al.,

Debtors.

ARISTEIA CAPITAL, L.L.C.,
 AURELIUS CAPITAL MANAGEMENT, L.P.,
 DRAWBRIDGE SPECIAL OPPORTUNITIES
 ADVISORS LLC, ORE HILL HUB FUND LTD.,
 NISSWA MASTER FUND LTD., PINES EDGE
 VALUE INVESTORS LTD., PINES EDGE
 VALUE INVESTORS L.P., SILVER SANDS
 FUND LLC, STARK MASTER FUND LTD.,
 3V CAPITAL MANAGEMENT, LLC,
 BRENCOURT CREDIT OPPORTUNITIES
 MASTER, LTD., BRENCOURT MULTI-
 STRATEGY ENHANCED DEDICATED
 FUND, LP, DILLON READ U.S. FINANCE
 L.P., DILLON READ FINANCIAL PRODUCTS
 TRADING LTD., LINDEN CAPITAL L.P.
 AND ORE HILL HUB FUND, LTD, HSBC BANK
 USA, N.A., AS INDENTURE TRUSTEE FOR
 THE 6% CONVERTIBLE NOTES DUE 2014
 AND THE 4.75% CONTINGENT
 CONVERTIBLE NOTES DUE 2023, AND
 MANUFACTURERS & TRADERS TRUST
 COMPANY, AS INDENTURE TRUSTEE FOR THE
 7.75% CONVERTIBLE NOTES,

Appellants,

-against-

CALPINE CORPORATION AND ITS
 AFFILIATED DEBTORS AND DEBTORS
 IN POSSESSION, OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS OF

Chapter 11
 Case No. 05-60200 (BRL)

Civil Case No. 07-07830 (JGK)
 Jointly Administered

**MOTION TO ADMIT
 COUNSEL PRO HAC VICE**

FILED
 U.S. DISTRICT COURT
 S.D. OF N.Y.
 2007 SEP 27 PM 4:27

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CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.

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PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District
Courts for the Southern and Eastern Districts of New York, I, Edward O. Sassower, a member in
good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac
vice of:

Marc Kieselstein
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, Illinois 60601
Tel: (312) 861-2000
Fax: (312) 861-2200

Marc Kieselstein is a member in good standing of the Bar of the State of Illinois.
There are no pending disciplinary proceedings against Marc Kieselstein in any State or Federal
court.

Dated: September 27, 2007
New York, New York



Edward O. Sassower (ES 5823)

KIRKLAND & ELLIS LLP
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New York, New York 10022-4611
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Attorneys for the Debtors

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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CALPINE CORPORATION, et al.,

Debtors.

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IN POSSESSION, OFFICIAL COMMITTEE
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COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.
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: Chapter 11
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: Civil Case No. 07-07830 (JGK)
: Jointly Administered

**AFFIDAVIT OF EDWARD O. SASSOWER
IN SUPPORT OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

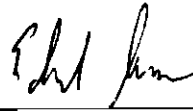
Edward O. Sassower, being duly sworn, hereby deposes and says as follows:

1. I am a partner at the law firm of Kirkland & Ellis LLP, counsel for Calpine Corporation in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Calpine Corporation's motion to admit Marc Kieselstein as counsel *pro hac vice* to represent Calpine Corporation in this matter.
2. I am a member in good standing of the bar of New York, and was admitted to practice law in 2000. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Marc Kieselstein is an attorney at Kirkland & Ellis, LLP, 200 East Randolph Drive, Chicago, Illinois 60601.
4. I have found Marc Kieselstein to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with Federal procedural rules.
5. Accordingly, I am pleased to move the admission of Marc Kieselstein, *pro hac vice*.
6. I respectfully submit a proposed order gaining the admission of Marc Kieselstein, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Marc Kieselstein, *pro hac vice*, to represent Calpine Corporation in the above captioned matter, be granted.

Dated: September 27, 2007
New York, New York

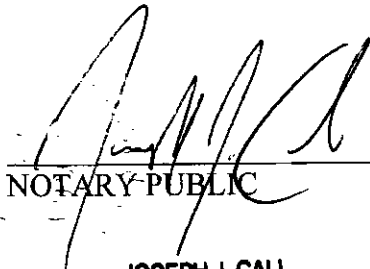
Respectfully submitted,



Edward O. Sassower (ES 5823)

Sworn to before me

the 27 day of September, 2007



NOTARY PUBLIC

JOSEPH J. CALI
Notary Public, State of New York
No. 01CA5015323
Qualified in New York County
Commission Expires July 19, 2014

CERTIFICATE OF GOOD STANDING



United States of America

}ss. Marc Kieselstein

Northern District of Illinois

I, Michael W. Dobbins, Clerk of the United States District Court
for the Northern District of Illinois,

DO HEREBY CERTIFY That Marc Kieselstein
was duly admitted to practice in said Court on (02/12/1991)
and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois
on (09/11/2007)

Michael W. Dobbins, Clerk,

By: Liri Isufi
Deputy Clerk

A handwritten signature in black ink, appearing to read "Liri Isufi", written over a circular stamp or seal.

IT IS HEREBY ORDERED that

Marc Kieselstein
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, Illinois 60601
Tel.: (312) 861-2000
Fax: (312) 861-2200
mkieselstein@kirkland.com

is admitted to practice *pro hac vice* as counsel for Calpine Corporation in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at www.nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: September __, 2007
New York, New York

United States District Judge